



DOUGLAS E. STALLINGS

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February 23, 2000
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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/28/00--01157--001
*****122.50 *****78.75

Re: New corporate filing for entity to be known as "MyPrint, Inc."

Dear Department of State,

On behalf of my clients, I wish to form a corporation under Florida Law. Please find enclosed an original and two (2) copies of the Articles of Incorporation for a business to be known as "MyPrint, Inc." Please also find a check for \$122.50 made out to the Florida Department of State which shall serve as the filing fees for said corporation. Please cause these documents to be entered into the records of the State of Florida and return a Certified Copy to me at the address shown above. Both my clients and I thank you in advance for your prompt attention. Should you have any questions or concerns, please contact me at 419.536.2090.

Very truly yours,


Douglas E. Stallings, Esq.

DES/eas
Enclosures

FILED
00 FEB 28 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAR 07 2000

ARTICLES OF INCORPORATION

OF

MYPRINT, INC.

ARTICLE I

The name of said corporation shall be MyPrint, Inc.

ARTICLE II

The principle place of business and mailing address of this corporation shall be at 126 East Main Street, Van Wert, Ohio 45891.

ARTICLE III

The total number of Shares of all classes of stock that the Corporation shall have the authority to issue is One Million Five Hundred Thousand (1,500,000) Shares of Common Stock with no par value.

Shares of all classes of stock, authorized and outstanding, shall be subject to redemption by the Corporation. Such Shares are redeemable, in whole, at one time, or in part from time to time, at the option of the Corporation and on terms and conditions acceptable to the Board of Directors, through majority vote of the entire Board of Directors and acceptable to such effected shareholder(s). The Corporation, through action of its Board of Directors, shall in its sole discretion, have the right to redeem part of the outstanding Shares; such part redemption need not be on a pro-rata or lot basis. Shares redeemed by the Corporation shall be held as treasury stock.

ARTICLE IV

The name and Florida street address of the initial registered agent are: CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

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TALLAHASSEE, FLORIDA

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation are: Douglas E. Stallings, Esq., 4829 Westcliffe Court, Sylvania, Ohio 43560.

ARTICLE VI

The Board of Directors is hereby authorized to fix and determine and to vary the amount of working capital of the Corporation, to determine whether any, and if any, what part of its surplus, however, created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and without action by the shareholders, to use and apply such surplus, or any part thereof, at any time or from time to time, in the purchase or acquisition of Shares of any class, voting trust certificates for Shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness of the Corporation or other securities of the Corporation, to such extent or amount and in such manner and upon such terms as the Board of Directors shall deem expedient.

ARTICLE VII

The shareholders of this Corporation shall not have any preemptive right to subscribe to issues of shares or securities of this corporation.

ARTICLE VIII

A director of this Corporation shall not be disqualified by his office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise; nor shall any transaction or contract or act of this Corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director or any firm of which any director is a member or any corporation of which any director is a shareholder or director is in any way interested in such transaction or contract or at, provided the fact that such director or such firm or such Corporation so interested shall be disclosed or shall be known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction or act shall be taken; nor shall any such director be

accountable or responsible to the Corporation for or in respect to any such transaction or contract or act of this Corporation or for gains or profits realized by him by reason or the fact that he or any firm of which he is a member or any corporation of which he is a shareholder or director is interested in such transaction or contract or act; and any such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize or take action in respect to any such contract or transaction or transactions or act, and may vote thereat to authorize, ratify or approve any such contract or transaction or act with like force and effect as if he or any firm of which he is a member or any corporation of which he is a shareholder or director were not interested in such transaction or contract or act.

ARTICLE IX

Unless otherwise provided herein, any amendments to these Articles of Incorporation may be made from time to time, by the affirmative vote of the holders of at least two thirds (2/3) of the outstanding voting stock of the Corporation, or by the affirmative vote of at least three quarters (3/4) of a quorum of the Board of Directors.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 18th day of February, 2000.


Douglas E. Stallings, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

By: 

JOYCE A. GILBERT
ASSISTANT SECRETARY

Title: _____